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ACCOUNT NO. : 072100000032

REFERENCE : 099970 81034A

AUTHORIZATION :

Patricia Fights

COST LIMIT : \$ 155.00

ORDER DATE : April 2, 2001

ORDER TIME : 11:56 AM

ORDER NO. : 099970-005

400003943534--8

CUSTOMER NO: 81034A

CUSTOMER: Beverly Garrett, Legal Asst
Michael Wm. Mead, Esq

P. O. Drawer 1329

Fort Walton Bea, FL 32549-1329

DOMESTIC FILING

NAME: S.S. MINNOW OF DESTIN HARBOR,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

4201

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROPRIATE
AND
FILED

01 APR -2 PM 1:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

S.S. MINNOW OF DESTIN HARBOR, L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I ~ Name

The name of the limited liability company shall be **S.S. MINNOW OF DESTIN HARBOR, L.C.**, and its principal place of business shall be 111 Yacht Club Drive, Fort Walton Beach, County of Okaloosa, State of Florida 32548, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II ~ Purposes and Powers

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any

domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III ~ Capital Contributions

Capital contributions shall be paid to the limited liability company by the

members in proportion to their ownership. There are two (2) members whose interest in the limited liability company total One Hundred Percent (100%).

ARTICLE IV ~ Profits and Losses

(A) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits specified as follows:

<u>CONTRIBUTIONS</u>		<u>MEMBER</u>	<u>PERCENTAGE</u>
<u>CASH</u>	<u>SERVICES</u>		
\$100.00	N/A	G. Glenn Shelley	50%
<u>\$100.00</u>	N/A	Timothy W. Smith	<u>50%</u>
<u>\$200.00</u> = Total Contributions		Total %:	100%

The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company, or periodically as determined by the member managers, G. Glenn Shelley and Timothy W. Smith.

(B) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

(C) The maximum capital required by any of the members is limited to that sum of money set forth in Paragraph "A" above. No additional contribution of cash or services is required.

(D) There is no right to have additional members admitted without the consent of all then-existing members.

(E) In the event of death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company the remaining members shall be allowed to continue the business of the limited liability company.

DIPTON
NOTARY PUBLIC
STATE OF FLORIDA
05-1-00 11:50

ARTICLE V ~ Duration

This limited liability company shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI ~ Mailing Address

The mailing address of this limited liability company shall be 111 Yacht Club Drive, in the City of Fort Walton Beach, Florida 32548.

ARTICLE VII ~ Management

This is a member-managed company. Management of the Limited Liability Company at the time of formation is reserved for the initial members whose names and addresses are as follows:


G. Glenn Shelley 111 Yacht Club Drive, Fort Walton Beach, Florida 32548

Timothy W. Smith 1 Beal Parkway, Fort Walton Beach, Florida 32548


ARTICLE VIII ~ Initial Registered Office and Registered Agent

The address of the initial principal office of the limited liability company is 111 Yacht Club Drive, County of Okaloosa, State of Florida 32548, and the name of its initial registered agent at such address is G. Glenn Shelley.

The undersigned, being one of the original members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of S.S. MINNOW OF DESTIN HARBOR, L.C., executed by the undersigned on the date indicated.


G. Glenn Shelley

3/30/01
Date signed

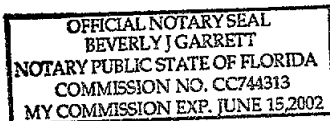

Timothy W. Smith

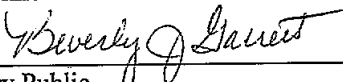
3/29/01
Date signed

FILED
MAR 30 2001
OKALOOSA COUNTY
FLORIDA
2001 MAR 30 PM 1:52

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 30th day of March, 2001, by G. Glenn Shelley, who is personally known to me.

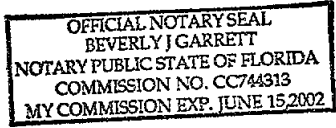



Notary Public
My Commission Expires

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 29th day of March, 2001, by Timothy W. Smith, who is personally known to me.

Beverly J Garrett
Notary Public
My Commission Expires:



Corp & LLC
S.S. Minnow of Destin Harbor, L.C.
MWM/bjg

APR 2 2001
11:58 AM
NOTARY PUBLIC
STATE OF FLORIDA

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate registered office and registered agent in the State of Florida:

1. Name: The name of the limited liability company is **S.S. MINNOW OF DESTIN HARBOR, L.C.**
2. Registered Office: The address of the registered office of the limit liability company is 111 Yacht Club Drive, Fort Walton Beach, County of Okaloosa, State of Florida 32548.
3. Registered Agent: **G. Glenn Shelley** is appointed, and by his signature below accepts appointment, to act as the Registered Agent of **S.S. MINNOW OF DESTIN HARBOR, L.C.,**

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


G. GLENN SHELLEY

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